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RESOLUTION #30-96

Resolution of the Navajo County Board of Supervisors Approving the  
Transfer of Cable Television Franchise

**RESOLUTION NO. 30-96**

**RESOLUTION OF THE  
NAVAJO COUNTY BOARD OF SUPERVISORS  
APPROVING THE TRANSFER OF CABLE TELEVISION FRANCHISE**

**WHEREAS**, Empire Cable of Arizona, Inc. ("Empire") is the duly authorized holder of a franchise (as amended to date, the "Franchise") authorizing the operation and maintenance of a cable television system ("System") serving the unincorporated areas of Heber and Overgaard in Navajo County, Arizona; and

**WHEREAS**, Empire and Wander Communications of Arizona L.C.C. ("Wander") are negotiating an agreement whereby Empire will sell its interest in the Franchise and related System to Wander; and

**WHEREAS**, in connection with certain financing arrangements ("Financing Arrangements") to be entered into between Wander and FINOVA Capital Corporation, in its individual capacity or as agent for other lenders ("FINOVA"), Wander will grant a security interest in its interest in the Franchise.

**NOW, THEREFORE BE IT RESOLVED**, the Board of Supervisors of Navajo County hereby consents to and approves the transfer of the Franchise serving the unincorporated areas of Heber and Overgaard from Empire to Wander in accordance with the franchise agreement; and

**NOW, THEREFORE BE IT RESOLVED**, the Board of Supervisors of Navajo County hereby consents to the assignment of the Franchise for security purposes by Wander to FINOVA, and the grant of the security interest by Wander for the benefit of FINOVA in all of the assets of Wander with respect to the operation of the cable franchise. Notwithstanding the foregoing, in the event FINOVA desires to operate the Franchise under the franchise agreement (other than on a temporary basis through a court appointed receiver), FINOVA must apply to Navajo County for an absolute assignment in accordance with the legal requirements of Navajo County then in effect.

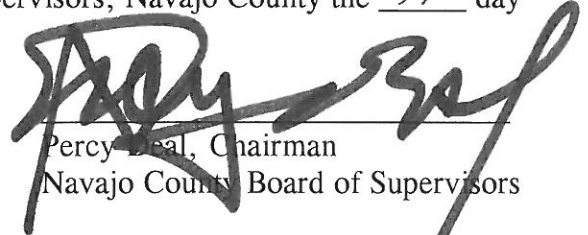
**NOW, THEREFORE BE IT RESOLVED**, the Board of Supervisors of Navajo County confirms that, as of the date of this Resolution: (a) the Franchise was properly granted to Empire, is valid, remains in full force and effect and that the franchise expires on August 5, 2002; (b) the Franchise supersedes all other agreements between Navajo County and Empire and represents the entire understanding of the parties; and (c) Empire is materially in compliance with the provisions of the Franchise and there are no material unfulfilled commitments of Empire under the Franchise; and

Resolution # 30-96

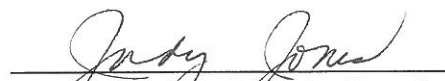
Page 2 of 2

**NOW, THEREFORE BE IT RESOLVED**, this Resolution shall be deemed effective as of the closing date of the transaction between Empire and Wander.

**PASSED AND ADOPTED** by the Board of Supervisors, Navajo County the 17<sup>th</sup> day of June, 1996.

  
Percy Deal, Chairman  
Navajo County Board of Supervisors

**ATTEST:**

  
Judy Jones, Clerk of the Board